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DIVISION OF CORPORATION  
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5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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1121103  
**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TMI HOLDINGS, INC.**

03 JAN 24 AM 10:57  
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Executive Officer of TMI Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #S68597 does hereby certify:

Pursuant to Written Consent of the Board of Directors of said Corporation dated January 16, 2003, the Board of Directors approved the following amendment to the Corporation's Articles of Incorporation authorizing a reverse stock split of the Corporation's issued and outstanding common stock at a ratio of 1-for-10, and a corresponding reduction in the Corporation's authorized common stock at a ratio of 1-for-10 (from 15,000,000 to 1,500,000). The effective date for this reverse stock split will be Monday, January 27, 2003. Shareholder action is not required.

FIRST: Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**"ARTICLE IV  
SHARES**

This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares, par value \$0.01. The total number of shares of Preferred Stock which this Corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares, par value \$0.01.

Effective January 27, 2003, the issued and outstanding shares of common stock of TMI Holdings, Inc. shall be subject to a 1-for-10 reverse stock split.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series."

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SECOND: The preceding reverse stock split does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the split exceeding the percentage of authorized shares that were unissued before the split.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation on January 16, 2003.



William Michael Sessions  
Chief Executive Officer